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Author

Title

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Gt. Brit. British Council.

CHARTER OF INCORPORATION

GRANTED BY

HIS MAJESTY THE KING

TO THE

BRITISH COUNCIL

MCMXL

2-NOV-9
Copy.....1956

Incorporating an amendment to the Charter as approved by the Order in Council of the 24th February, 1948, together with the alterations and amendments to the Bye-laws made by the Executive Committee and approved by the Privy Council on the 9th December, 1947.

[1950?]

BRITISH COUNCIL

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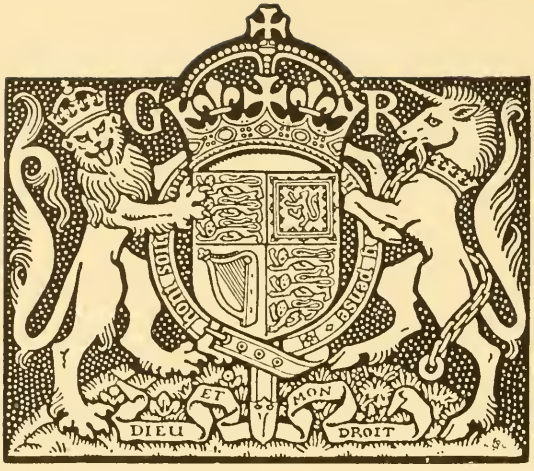

GEORGE THE SIXTH

BY THE GRACE OF GOD

OF GREAT BRITAIN, IRELAND, AND
THE BRITISH DOMINIONS
BEYOND THE SEAS

KING

DEFENDER OF THE FAITH

EMPEROR OF INDIA

TO ALL TO WHOM THESE PRESENTS SHALL COME GREETING!

WHEREAS it has been represented to Us by Our Principal Secretary of State for Foreign Affairs that for the purpose of promoting a wider knowledge of Our United Kingdom of Great Britain and Northern Ireland and the English language abroad and developing closer cultural relations between Our United Kingdom of Great Britain and Northern Ireland and other countries for the purpose of benefiting the British Commonwealth of Nations and with a view to facilitating the holding of, and dealing with, any money provided by Parliament and any other property, real or personal, otherwise available for those objects and with a view to encouraging the making of gifts and bequests in aid of the said objects, it is expedient that the voluntary association now existing and known as the British Council should be created a Body Corporate:

NOW, THEREFORE, KNOW YE that WE, by virtue of Our Royal Prerogative and of all other powers enabling Us in that behalf, do, of Our special grace, certain knowledge, and mere motion, by these Presents, for Us, Our Heirs and Successors, grant, will, direct, and ordain that the following persons (being members of the Executive Committee of the said voluntary organisation) that is to say:

1. The Right Honourable William George Baron Tyrrell, G.C.B., G.C.M.G., K.C.V.O.,

The Right Honourable George Ambrose Baron Lloyd, G.C.S.I., G.C.I.E., D.S.O.,

The Right Honourable Edward George Villiers Stanley, Earl of Derby, K.G., G.C.B., G.C.V.O.,

The Right Honourable Arthur Baron Riverdale, K.B.E., LL.D.,

Sir John Power, Bt., M.P.,

The Right Honourable Albert V. Alexander, M.P.,

Lady Chamberlain, G.B.E.,

Sir Lionel Faudel-Phillips, Bt.,

William Graham, Esquire,

Philip Guedalla, Esquire, M.A.,

Ernest Samuel Makower, Esquire, F.S.A.,

John William Ramsbottom, Esquire, M.A., M.Com.,

Sir Eugene Ramsden, Bt., O.B.E., M.P.,

William Edward Rootes, Esquire,

The Right Honourable Henry Baron Snell, C.B.E.,

Stanley Unwin, Esquire,

William James Uglow Woolcock, Esquire, C.M.G., C.B.E.,

and all other persons who shall for the time being in pursuance of and in accordance with this Our Charter be members of the British Council, shall be one Body Corporate under the name of "The British Council", having a perpetual succession and a Common Seal, with full power by and in such name—

(*a*) To sue and be sued;

(*b*) To enter into contracts or agreements in furtherance of the said objects of the British Council;

(*c*) To accept, hold, and dispose of money or other personal property in furtherance of the said objects, including sums voted by Parliament to that end;

(*d*) To accept any trusts, whether subject to special conditions or not, in furtherance of the said objects;

(*e*) To invest any moneys and funds of the British Council which are not immediately required to be expended in furtherance of the said objects in or upon any investments for the time being authorised by law for the investment of trust funds and to vary, or transpose, any investments held, or made, by the British Council into investments of a nature so authorised;

(*f*) Generally to do all other lawful acts whatsoever that may be conducive or incidental to the attainment of the objects for which the British Council is hereby established.

We do hereby for Us, Our Heirs and Successors, license, authorise and for ever hereafter enable the British Council or any person or persons on its behalf to purchase, take on lease or otherwise acquire any lands, tenements or hereditaments now held by or in trust for or for the use of or belonging to the said voluntary association, and also to purchase, take on lease or otherwise acquire any additional lands, tenements or hereditaments, and to hold all or any lands, tenements or hereditaments, or interest therein, in perpetuity or on lease or otherwise and from time to time to grant, demise, alienate or otherwise dispose of the same or any part thereof: Provided that the annual value of the whole of the lands, tenements

and hereditaments within Our United Kingdom of Great Britain and Northern Ireland at any one time held by or on behalf of the British Council shall not exceed £100,000,* such annual value to be determined according to the value of the lands, tenements and hereditaments at the time when the same are respectively acquired.

And We do hereby for Us, Our Heirs and Successors, give and grant Our licence to any person or persons and any body politic or corporate to assure in perpetuity, or otherwise, or to demise to or for the benefit of the British Council any lands, tenements or hereditaments whatsoever within Our United Kingdom of Great Britain and Northern Ireland within the limits of value aforesaid hereby nevertheless declaring that it shall not be incumbent upon any person or persons or body to enquire as to the annual value of the property which may have previously been acquired by the British Council.

2. The income and property of the British Council wheresoever derived shall be applied solely towards the promotion of the objects of the British Council as set forth in this Our Charter, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Council: Provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the British Council or to any member thereof in return for services actually rendered, or reasonable and proper rent for premises demised or let by any member to the British Council.

* In the original grant this figure was £50,000. This alteration was approved by an Order in Council of the 24th February, 1948.

3. The members of the British Council shall consist of such persons and shall have such rights and privileges as may be prescribed by the bye-laws of the British Council for the time being to be framed in pursuance of this Our Charter.

4. The management of the British Council shall be vested in an Executive Committee consisting of not less than 15 and not more than 30 members.

5. The persons who are now members of the Executive Committee of the said voluntary association shall be the first members of the Executive Committee of the British Council and shall continue in office until they respectively retire or vacate such office in accordance with the said bye-laws.

6. All the powers of the British Council shall be vested in the Executive Committee.

7. The Executive Committee of the British Council may by Special Resolution in that behalf alter, amend or add to this Our Charter and such alteration, amendment or addition shall, when approved by Us, Our Heirs and Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as altered, amended or added to in manner aforesaid.

8. There shall be bye-laws of the British Council for the regulation and management of its members and property and the furtherance of its objects. The bye-laws set forth in the Schedule hereto shall be the first bye-laws of the British Council. The Executive Committee of the British Council may by Special Resolution in that behalf

revoke, alter or add to the said bye-laws. No new bye-law and no such revocation, alteration or addition as aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or to the laws of Our Realm, nor until it shall have been approved by Our Privy Council of which approval a certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence. This provision shall apply to the bye-laws as revoked, altered or added to in manner aforesaid.

9. The Executive Committee may delegate any of its powers (other than its powers under Articles 7 and 8 of this Our Charter) to a sub-committee, or sub-committees, consisting of such member, or members, of the Executive Committee, or of the Council, as it thinks fit provided that there shall always be at least one member of the Executive Committee appointed to any such sub-committee. The Executive Committee may from time to time revoke any such delegation. The Chairman of any such sub-committee shall be a member of the Executive Committee appointed by the Executive Committee. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations or directions that may from time to time be imposed upon it by the Executive Committee.

10. A Resolution shall be a Special Resolution when it has been

(*a*) passed by a majority of not less than three-fourths of the members of the Executive Committee present and voting at a meeting of which not less than 21 clear days' notice specifying the intention to propose the Resolution as a Special Resolution has been given, and

(*b*) confirmed by a like majority of the members of the Executive Committee present and voting at a subsequent meeting of which not less than seven clear days' notice has been given and held after an interval of not less than 14 days nor more than one month from the date of the first meeting.

11. The accounts of the British Council shall be made up for each financial year ending on the 31st day of March and shall be audited in such manner as the Treasury may direct.

And We do by these Presents for Us, Our Heirs and Successors grant and declare that this Our Charter or the enrolment thereof shall in all things be valid and effectual in the law according to the true intent and meaning of the same and shall be recognised as valid and effectual by all Our Courts and Judges and by other officers, persons and bodies politic and corporate whom it may concern, and that the same shall be construed in the most favourable and beneficial sense and for the best advantage of the British Council as well in all Our Several Courts of Record as elsewhere, notwithstanding any non-recital, mis-recital, uncertainty or imperfection in this Our Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourself at Westminster the seventh day of October in the fourth Year of Our Reign.

BY WARRANT under The King's Sign Manual.

THE SCHEDULE

BYE-LAWS

As altered and amended by the Executive Committee and approved by the Privy Council on the 9th December, 1947

OBJECTS

1. The objects for which the British Council is established are defined by the Charter of Incorporation.

INTERPRETATION

2. In these Bye-laws, unless there be something in the subject or context inconsistent therewith:

"The Council" means the British Council.

"The Charter" means the Charter of Incorporation of the Council.

"The Bye-laws" means these Bye-laws or other the Bye-laws of the Council for the time being in force under or by virtue of the Charter.

"The Executive Committee" means the Executive Committee for the time being appointed under or in accordance with the Charter or the Bye-laws or such number of the members thereof as under the Bye-laws shall be entitled to act therefor.

"Member" means a member of the Council.

Words denoting the singular number include the plural and *vice versa*; words importing the masculine gender include the feminine gender; and words importing persons include corporations.

MEMBERSHIP

3. The Executive Committee shall have the power to invite any person to be a member of the Council on such terms and for such period as the Executive Committee may deem proper.

4. The privileges of a member shall not be transferable, and shall cease, if such member be a person, on his death, or, if a corporation, on its dissolution, and, whether a person or a corporation, on resignation under Bye-law 8.

5. Every member shall be bound to further to the best of his ability the objects, interests and influence of the Council.

6. All persons who are members of the voluntary association referred to in the Charter at the date thereof shall be deemed to be members of the Council.

7. The Executive Committee shall have power to appoint as Honorary Members of the Council any persons whose association with the Council may in the opinion of the Executive Committee be considered advantageous or who may have rendered any special service to the Council. Honorary Members shall not be entitled to fill any office in the Council.

8. Any member may resign from the Council by signifying his wish to do so by letter addressed to the Executive Committee.

9. At the first meeting of the Executive Committee after notice in that behalf has been given to the Secretary the Executive Committee shall consider the membership of any member whose conduct or circumstances is in the opinion of three members of the Executive Committee injurious to the character and interest of the Council. If three-fourths of the members of the Executive Committee present at such meeting support a resolution that the membership of such member should

be terminated, the Executive Committee shall have power to terminate the membership of such member without assigning any reason. Such member shall have seven clear days' notice sent to him of the meeting of the Executive Committee at which he may attend and shall have the opportunity of being heard, but he shall not be present at the voting or take part in the proceedings otherwise than as allowed by the Chairman of the meeting.

10. The Executive Committee may make such rules and regulations (if any) as it may think fit as to the terms of membership of the Council, and shall also have the power from time to time to revoke, alter or add to any such rules and regulations and any alterations or additions already made thereto. Provided that a copy of all such rules and regulations and of any revocation thereof shall be sent to each member within 21 days of the same having been made by the Executive Committee.

EXECUTIVE COMMITTEE

11. The government of the Council and the management and direction of its affairs shall be vested in the Executive Committee. No person shall be eligible for membership of the Executive Committee unless he is a British subject and a member of the Council.

12. Each of the following, namely, the Lord President of the Council, His Majesty's Principal Secretary of State for Foreign Affairs, the Chancellor of the Exchequer, the President of the Board of Trade, His Majesty's Principal Secretary of State for the Home Department, His Majesty's Principal Secretary of State for Commonwealth Relations, His Majesty's Principal Secretary of State for Scotland, His Majesty's Principal Secretary of State for the Colonies, the Minister of

Education, shall have the right to nominate and appoint one person (who shall previously have signified in writing his willingness to act) to be a member of the Executive Committee. Each of the persons so nominated shall be deemed to have been first admitted a member of the Council pursuant to Bye-law 3 and the provisions of Bye-law 9 shall not be applicable to any person so nominated.

13. Each of the persons for the time being holding the Offices referred to in Bye-law 12 may at any time and from time to time remove any member of the Executive Committee nominated and appointed pursuant to such Bye-law or appointed as hereinafter in this Bye-law mentioned by him or any predecessor of his in such office and may appoint in writing another person (who shall previously have signified in writing his willingness to act) to be a member of the Executive Committee to fill the vacancy occurring by reason of such removal or by reason of the member so nominated or appointed ceasing to act through death, resignation or otherwise. Any person appointed pursuant to this Bye-law to be a member of the Executive Committee shall be deemed to have been first admitted a member of the Council pursuant to Bye-law 3 and the provisions of Bye-law 9 shall not be applicable to any such member.

14. No member of the Executive Committee nominated or appointed pursuant to Bye-law 12 or Bye-law 13 shall be subject to retirement, nor shall the Chairman, but at the first meeting of the Executive Committee held in the year 1941 and at the first meeting of the Executive Committee held in every subsequent year four members of the Executive Committee (other than the Chairman

and those so nominated or appointed) shall retire and shall be eligible for re-election. A member, other than a retiring member of the Executive Committee, may be proposed for election to the Executive Committee but, in order that he may be eligible for election, written notice of intention to propose that member signed by two members of the Executive Committee must be given to the Secretary seven days prior to the meeting at which such members as aforesaid retire together with the written consent of the proposed member to serve upon the Executive Committee. The Executive Committee at any such meeting may fill the vacancies by electing members who are eligible to the Executive Committee. A retiring member of the Executive Committee shall retain his office until the close of the meeting at which he retires.

15. If at any meeting at which an election of members of the Executive Committee ought to take place, the place of any member retiring is not filled up, he shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such place.

16. The Chairman (or in his absence any Vice-Chairman) of the Executive Committee may, with the consent of the Executive Committee, co-opt members of the Council to serve on the Executive Committee provided that there shall not at any one time be more than five members so co-opted and the maximum prescribed by or in accordance with the Charter shall not thereby be exceeded. Any member so co-opted shall hold office only until the first meeting of the Executive Committee in the next following year, when he shall retire, but shall be eligible for re-election.

17. The Executive Committee may fill any casual vacancy (other than amongst the members of the Executive Committee nominated or appointed pursuant to Bye-law 12 or 13) occurring on the Executive Committee and the person appointed to fill the vacancy shall hold office for the period unexpired of the term of office of the member of the Executive Committee, deceased or resigning or otherwise ceasing to act. The continuing members of the Executive Committee may act, notwithstanding any vacancy in their Body, but if and so long as their number is reduced below fifteen, the continuing members of the Executive Committee may act for the purpose of filling up vacancies, of summoning a General Meeting of the Council or of admitting persons to be members of the Council, but for no other purpose.

PROCEEDINGS OF EXECUTIVE COMMITTEE AND SUB-COMMITTEES THEREOF

18. The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. The Chairman or any Vice-Chairman may and the Secretary at the request of any three members of the Executive Committee shall at any time summon a meeting of the Executive Committee. The quorum necessary for the transaction of the business of the Executive Committee shall be eight members of the Executive Committee.

19. The Executive Committee may from time to time appoint a President or Presidents, and a Vice-President or Vice-Presidents who may, but need not, be members or Honorary Members of the Council.

20. The Executive Committee shall appoint a Chairman and a Vice-Chairman or Vice-Chairmen who shall be previously approved by His Majesty's Principal Secretary of State for Foreign Affairs for the time being. Any person so appointed, if not already a member of the Council, shall be deemed by virtue of such appointment to have first been admitted a member thereof, and if not already a member of the Executive Committee shall by virtue of such appointment become a member thereof upon his appointment. The Chairman and the Vice-Chairman or Vice-Chairmen, as the case may be, shall hold office for such period as the said Secretary of State shall approve. The Executive Committee may from amongst its members appoint a Treasurer or Treasurers who shall hold office for such period and upon such conditions as the Executive Committee shall think fit.

21. The Chairman, or, in his absence, the Vice-Chairman (or if more than one, then such Vice-Chairman as shall be nominated in that behalf by a majority of the other members of the Executive Committee present at a meeting), or, if no such Vice-Chairman is present, some other member of the Executive Committee elected to the Chair by the other members of the Executive Committee present, shall preside at all meetings of the Executive Committee.

22. The meetings and proceedings of any sub-committee appointed by the Executive Committee under Article 9 of the Charter consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Executive Committee so far as the same are

applicable thereto and are not superseded by any regulations made by the Executive Committee under the said Article 9.

23. The members of the Executive Committee shall be paid out of the funds of the Council all out-of-pocket expenses properly and necessarily incurred by them on behalf of the Council.

24. The Executive Committee shall cause minutes to be made in books provided for the purpose:

(*a*) of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of the names of the members of any such sub-committee as aforesaid present at each meeting of such sub-committee;

(*b*) of all resolutions and proceedings at all meetings of the Executive Committee and of any such sub-committee as aforesaid.

25. Every member of the Executive Committee present at any meeting of the Executive Committee and every member of any such sub-committee as aforesaid present at any meeting thereof shall sign his name in a book to be kept for that purpose.

DISQUALIFICATION OF MEMBERS OF EXECUTIVE COMMITTEE

26. The office of a member of the Executive Committee or of any sub-committee thereof shall *ipso facto* be vacated:

(*a*) If he becomes bankrupt or compound with his creditors or take the benefit of any Act for the time being in force for the relief of insolvent debtors, or

(*b*) If he become of unsound mind, or

(*c*) If he accept or hold the office of Auditor of the Council, or

(*d*) If he resign his office by notice in writing to the Council, or

(*e*) If for any cause he cease to be a member of the Council;

and the office of a member of the Executive Committee (other than any member thereof nominated or appointed pursuant to Bye-law 12 or 13) shall *ipso facto* be vacated:

(*f*) If three-fourths of the whole number of the members of the Executive Committee request him in writing to resign his office.

GENERAL MEETINGS

27. An Annual General Meeting of the Council shall be held in the month of June in each year, or as near thereto as the Executive Committee may find possible, for the purpose of receiving a report of the affairs of the Council.

28. The above-mentioned General Meetings shall be called Ordinary General Meetings; all other meetings shall be called Extraordinary General Meetings.

29. The Executive Committee may, when it thinks fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened by the Executive Committee whenever a requisition signed by not less than one-tenth of the members of the Council and stating the object of the meeting is delivered to the Executive Committee.

30. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that

is transacted at an Ordinary Meeting, with the exception of the consideration of the Report of the Executive Committee.

31. The Chairman, or, in his absence, the Vice-Chairman (or if more than one, then such Vice-Chairman as shall be nominated in that behalf by a majority of the other members of the Executive Committee) or, if no such Vice-Chairman is present, some other member of the Executive Committee elected by the members of the Executive Committee present, shall preside at every General Meeting of the Council, and may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time, and from place to place.

32. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Ten members personally present shall be a quorum.

33. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other more convenient day, time or place as the Chairman of the meeting may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.

FINANCE

34. The Executive Committee shall cause true accounts to be kept of the sums of money received and expended by the Council, and the matters in respect of

which such receipts and expenditure take place, and of the assets and liabilities of the Council, and of all sales and purchases of goods by the Council.

35. The Books of account shall be kept at the Headquarters for the time being of the Council, or at such other place or places as the Executive Committee think fit, and shall always be open to the inspection of the members of the Executive Committee.

SEAL

36. The Executive Committee shall provide for the safe custody of the Seal of the Council. The Executive Committee may empower the Chairman to authorise the affixation of the Seal of the Council to any instrument in the presence of such named persons or any of them as the Chairman may decide and such named person or persons shall sign every instrument to which the Seal of the Council is affixed in their presence.

NOTICES

37. Every member shall register at the Headquarters for the time being of the Council an address to which communications, notices or other documents required to be sent to him are to be sent. Seven days' notice or such longer notice as the Executive Committee may from time to time prescribe of any General Meeting, specifying the place, the day and the hour of meeting, and, in the case of special business, the general nature of such business shall be given in manner hereinafter mentioned to the members, except to those members who have not supplied to the Council an address within the United Kingdom for the giving of notices to them. But with the consent in writing of all the members, a General Meeting may be convened on a shorter notice and in such manner as may be agreed. The accidental omission

to give such notice to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed or proceeding at any such meeting.

38. A notice may be given or any communication or document required to be sent to any member may be sent by the Council to any member, either by giving it to him personally or by sending it through the post in a prepaid letter addressed to such member at his registered address, or, if he has no registered address in the United Kingdom, at the address, if any, within the United Kingdom supplied by him to the Council for the giving of notices to him.

39. Any notice, if given by post, shall be deemed to have been served and any such communication or document, if sent by post, shall be deemed to have been received on the day after that on which the letter containing the same is put into the post office, and in proving the giving of such notice or the sending of such communication or document it shall be sufficient to prove that the letter containing the same was properly addressed and stamped and put into the post office.

OFFICERS

40. The Executive Committee shall have the power to appoint a Director-General who may be the Chairman of the Executive Committee, and shall be previously approved by His Majesty's Principal Secretary of State for Foreign Affairs for the time being. The said Director-General shall hold office for such period as the said Secretary of State shall approve. The Executive Committee shall have power to appoint a Secretary upon such terms as to remuneration and otherwise and with such duties as they shall think fit.

INDEMNITY

41. Every member of the Executive Committee and other officer or servant of the Council shall be indemnified by the Council against, and it shall be the duty of the Executive Committee out of the funds of the Council to pay, all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant or in any other way in the proper discharge of his duties, including reasonable travelling expenses.

ALTERATION OF BYE-LAWS

42. No revocation or alteration of any of these Bye-laws or any addition thereto shall be valid unless made and approved in accordance with the provisions of the Charter.

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